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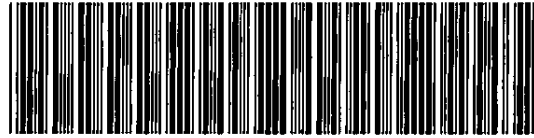
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06 AUG 22 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
8/23

DANIEL TILSON
17320 Lake Park Road
Boca Raton, FL 33487

August 9, 2006

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: *Tilson Films, Inc.*
Incorporation of For-Profit Corporation

Dear Sir / Madam:

Enclosed is an original and one (1) copy of: (a) the Articles of Incorporation for this Corporation, and (b) the Certificate of Designation of Registered Agent and Registered Office.

Also enclosed is a check in the amount of **\$87.50**, in satisfaction of the **Filing Fees**, for a **Certified Copy** of the filed documents, and for a **Certificate of Status**.

Please return the **certified copy** of the **Articles of Incorporation** and other documents to me in the self-addressed, stamped envelope provided for your use. Thank you for your kind attention to this matter.

Very truly yours,



DANIEL TILSON

DT / RWR / bhs
Encls.

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Trans. Dept. State Aug 9 2006

ARTICLES OF INCORPORATION

for

Tilson Films, Inc.

The undersigned, acting as the incorporator of a for-profit corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

Tilson Films, Inc.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Place of Business for this Corporation shall be:

**Tilson Films, Inc.
17320 Lake Park Road
Boca Raton, FL 33487**

The Mailing Address for this Corporation shall be:

Same as Principal Place

ARTICLE III - PURPOSE

This corporate entity is formed to engage in every phase and aspect of film, video and multimedia production and distribution, and in all activities related thereto. In addition, the corporation may invest the funds of the corporation in all equipment and other property needed to carry on its business activities, and may also invest in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property. The corporation is also empowered to diversify its activities in the future to engage in any legal business ventures.

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TALLAHASSEE, FLORIDA

ARTICLE IV - CORPORATE SHARES

This Corporation shall be authorized to issue the following number of shares:
1,000 shares of common stock, no par value.

ARTICLE V - PREEMPTIVE RIGHTS

The Shareholders of this corporation shall have the power to include in the Bylaws, or in a separate Shareholders' Agreement, any restrictive provision regarding the sale, transfer, devise, gift or other disposition of any of the outstanding stock of the corporation. It is specifically provided that should any shareholder desire to convey his / her interest in this corporation, the shareholder shall first be required to offer said interest to the other shareholder(s) of this corporation, who shall have the right to purchase same at fair market value. The percentage of shares available for purchase as between the remaining shareholders, and the process for determining fair market value, shall be delineated either in the Bylaws or in a separate Shareholders' Agreement.

ARTICLE VI - LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in Chapters 607 of the Florida Statutes, and shall not be further limited.

ARTICLE VII - INITIAL REGISTERED AGENT & STREET ADDRESS

Daniel Tilson
17320 Lake Park Road
Boca Raton, FL 33487

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of:

Daniel Tilson
17320 Lake Park Road
Boca Raton, FL 33487

Elizabeth Tilson
17320 Lake Park Road
Boca Raton, FL 33487

The initial Board of Directors shall consist of the persons designated hereinabove, who shall commence service for a minimum term of two (2) years upon the filing of these Articles. The board may be expanded upon the unanimous agreement of the current board. The manner of succession and method of electing future Directors shall be specified in the Bylaws.

ARTICLE IX - NOTICE

Notice of Meetings of the Board of Directors may be provided by either written notice or by oral notice; notice may be provided in person, by telephone, by U.S. Mail or any courier service, or by electronic transmission (including computerized "e-mail"). Regularly scheduled meetings may be held without additional notice; "special" meetings may be held with at least ten (10) days notice.

ARTICLE X - INCORPORATOR

The name and street address of the Incorporator for this corporation is:

Daniel Tilson
17320 Lake Park Road
Boca Raton, FL 33487

The undersigned Incorporator has executed these Articles of Incorporation upon this 9th day of August, 2006.

Signature of the Incorporator:

A handwritten signature in cursive script that reads "Daniel Tilson". The signature is written in dark ink and is positioned above a horizontal line.

Daniel Tilson

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501(3), Florida Statutes, **TILSON FILMS, INC.**, a corporation organized under the laws of the State of Florida, submits the following statement in designating its **Registered Agent and Registered Office** in the State of Florida.

(1) The name of the corporation is:

TILSON FILMS, INC.

(2) The name and Florida street address of the Registered Agent and Registered Office are:

Daniel Tilson
17320 Lake Park Road
Boca Raton, FL 33487

Having been named as Registered Agent and to accept Service of Process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE:


DANIEL TILSON

DATE: August 9, 2006

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